

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al., <sup>1</sup>	)	Case No. 01-01139 (KJC)
	)	(Jointly Administered)
Reorganized Debtors.	)	
	)	Hearing Date: November 20, 2014, at 3:00 p.m.
	)	Response Deadline: November 3, 2014

---

**OBJECTION TO CLAIM NO. 18523 FILED BY THE CHURCH OF ST. HELENA OF  
MINNEAPOLIS (NON-SUBSTANTIVE OBJECTION)**

---

**INTRODUCTION**

In this *Objection to Claim No. 18523 Filed by the Church of St. Helena of Minneapolis (Non-Substantive Objection)* (the “St. Helena Objection” or “Objection”), the above-captioned reorganized debtors (collectively, the “Reorganized Debtors” or “Grace,” the pending bankruptcy cases being the “Chapter 11 Cases”) object to Claim no. 18523, filed by the Church of St. Helena of Minneapolis (the “Claimant”) as duplicative.<sup>2</sup>

In support of this Objection, the Reorganized Debtors respectfully state as follows:

**JURISDICTION**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the*

---

<sup>1</sup> The Reorganized Debtors comprise the following 17 entities: W. R. Grace & Co. (“Grace,” f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn. (“Grace-Conn.”), Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

<sup>2</sup> Capitalized terms not defined herein shall have the meaning ascribed to them in the *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants’ Representative, and the Official Committee of Equity Security Holders as Modified Through December 23, 2010* [Docket No. 26368] (as it may be amended or supplemented, the “Plan”).

*District of Delaware*, dated February 29, 2012.<sup>3</sup> This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court under 28 U.S.C. §§ 1408 and 1409.

2. The predicates for this Objection are section 502 of the Bankruptcy Code, Fed.R.Bankr.P. 3007 and Del. Bankr. L.R. 3007-1.

#### **CLAIM OBJECTION**

3. By an order dated April 22, 2002, docket no. 1963 (the “Bar Date Order”), the Bankruptcy Court established a bar date of March 31, 2003, (the “Bar Date”) as the last date for filing proofs of claim for all prepetition asbestos property damage claims.

4. On or about March 25, 2003, the law firm of Ness Motley PA filed Claim no. 3512 on Claimant’s behalf, asserting an asbestos property damage claim. On September 1, 2005, the Debtors filed their *15th Omnibus Objection (Substantive)* [Docket no. 9315], in which the Debtors objected to Claim no. 3512 on various grounds (the “15<sup>th</sup> Omnibus”). In October 2005, Claimant filed responses to the 15<sup>th</sup> Omnibus.

5. The Debtors and Claimant engaged in extensive negotiations regarding final resolution of Claim no. 3512. On October 22, 2007, the Debtors filed their *Motion for Entry of an Order Authorizing Settlement of an Asbestos Property Damage Claim Filed by the Church of St. Helena, Represented by Motley Rice LLC* [Docket no. 17121]. Attached to the motion as Exhibit 1 was a copy of the Settlement Agreement, dated October 17, 2007, between the Debtors and Claimant, settling Claim no. 3512 for \$10,589. On November 26, 2007, the Court entered its *Order Authorizing Settlement of an Asbestos Property Damage Claim Filed by the Church of St.*

---

<sup>3</sup> The Reorganized Debtors confirm their consent pursuant to Del. Bankr. L. R. 9013-1(f) to the entry of a final order by the Court in connection with this Objection to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

*Helena, Represented by Motley Rice LLC* [Docket no. 17348], which approved the Settlement Agreement.

6. On April 22, 2009, Claimant, through its counsel, Neil P. Thompson, filed a claim (Claim no. 18523) for an “Asbestos Litigation Settlement” in the amount of \$10,589—the amount Allowed by the Settlement Agreement.

7. On February 3, 2014, the Reorganized Debtors emerged from chapter 11. Shortly thereafter, the Asbestos Property Damage Trust paid all allowed Asbestos Property Damage Claims, including Claim no. 3512. *See Exhibit C* (Proof of payment).

8. The Reorganized Debtors request the Court disallow and expunge Claim no. 18523 as duplicative of Claim no. 3512.

**RELIEF REQUESTED**

9. The Reorganized Debtors request that the Court enter the Order substantially in the form attached hereto as *Exhibit A*, disallowing and expunging Claim no. 18523.

**PROCEDURES FOR RESPONDING TO THE CLAIM OBJECTION**

10. To contest this Objection, Claimant must file and serve a written response to this Objection (a “Response”) so that it is received no later than 4:00 p.m. ET, on November 3, 2014 (the “Response Deadline”). The Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware (the “Clerk”) at the following address:

824 Market Street  
Wilmington, Delaware 19801

11. Claimant must also serve the Response upon the following co-counsel to the Reorganized Debtors on or before the Response Deadline:

KIRKLAND & ELLIS LLP  
Adam C. Paul  
Jeffrey W. Gettleman  
300 North LaSalle Street  
Chicago, IL 60654

THE LAW OFFICES OF ROGER HIGGINS, LLC  
Roger J. Higgins  
1 North Bishop Street  
Suite 14  
Chicago, IL 60607-1823

PACHULSKI STANG ZIEHL & JONES LLP  
Laura Davis Jones (Bar No. 2436)  
James E. O'Neill (Bar No. 4042)  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705

12. Any such Response to this Objection must contain, at a minimum, the following:
  - a. A caption setting forth the name of the Court, the name of the Reorganized Debtors, the case number, and the title of the Objection to which the Response is directed;
  - b. The name of the Claimant, its claim number, and a description of the basis for the amount of the claim;
  - c. The specific factual basis and supporting legal argument upon which the party will rely in opposing the Claim Objection;
  - d. Any supporting documentation, to the extent it was not included with the proof of claim previously filed with the Clerk or Claims Agent, upon which the party will rely to support the basis for and amounts asserted in the proof of claim;
  - e. The name, address, telephone number, and fax number of the person(s) (which may be the Claimant or the Claimant's legal representative) with whom counsel for the Reorganized Debtors should communicate with respect to the claim or the objection and who possesses authority to reconcile, settle, or otherwise resolve the objection to the Disputed Claim on behalf of the Claimant.
13. If Claimant fails to file and serve a timely Response, the Reorganized Debtors may present to the Court an appropriate order disallowing and expunging that Claimant's claim or claims without further notice to the Claimant or a hearing.

**REPLY TO RESPONSE**

14. The Reorganized Debtors reserve the right to, at their option, file and serve one or more replies to Claimants' Responses, if any.

**SEPARATE CONTESTED MATTER**

15. If Claimant files a Response to this Objection, and the Claimant and the Reorganized Debtors are unable to resolve that Response, the corresponding claim and the objection by the Reorganized Debtors thereto asserted in this Objection shall constitute a separate contested matter as contemplated by Fed. R. Bankr. P. 9014.

**RESERVATION OF RIGHTS**

16. The Reorganized Debtors hereby reserve the right to object in the future to Claim no. 18523. The Reorganized Debtors further reserve the right to amend, modify, and/or supplement this Objection, including, without limitation, to object to amended claims and newly-filed claims. Separate notice and hearing will be scheduled for any such objection.

**NO PREVIOUS OBJECTION**

17. No previous objection to Claim no. 18523 has been filed, nor has any other motion for the relief sought herein been made to this or any other court.

**NOTICE**

18. Notice of this Objection has been given to: (i) the Office of the United States Trustee; (ii) Counsel for the WRG Asbestos PI Trust; (iii) Counsel for the Asbestos PI Future Claimants Representative; (iv) Counsel for Asbestos PD Future Claimants Representative; (v) Counsel for the WRG Asbestos PD Trust (7A); (vi) Counsel for the WRG Asbestos PD Trust (7B); (vii) Counsel for the CDN ZAI PD Claims Fund; (viii) those parties that requested service and notice of papers in accordance with Fed. R. Bankr. P. 2002; (ix) Counsel to the Church of St.

Helena of Minneapolis that filed Claim no. 18523; and (x) Motley Rice. In light of the nature of the relief requested, the Reorganized Debtors submit that no further notice is required.

**[remainder of this page is intentionally left blank]**

WHEREFORE, the Reorganized Debtors request the Court enter the Order in substantially the form attached hereto as Exhibit A: (i) disallowing and expunging Claim no. 18523; and (ii) granting such other relief as may be appropriate.

Dated: October 3, 2014

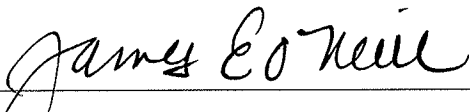
KIRKLAND & ELLIS LLP  
Adam C. Paul  
John Donley  
300 North LaSalle Street  
Chicago, IL 60654  
(312) 862-2000

and

THE LAW OFFICES OF ROGER HIGGINS, LLC  
Roger J. Higgins  
1 North Bishop Street  
Suite 14  
Chicago, IL 60607-1823  
(312) 666-0431

and

PACHULSKI STANG ZIEHL & JONES LLP

  
\_\_\_\_\_  
Laura Davis Jones (Bar No. 2436)  
James E. O'Neill (Bar No. 4042)  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705  
(302) 652-4100  
(302) 652-4400

Co-Counsel for the Reorganized Debtors